

WEIGHT WATCHERS INTERNATIONAL INC

Form 8-K

October 30, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): October 30, 2013**

**WEIGHT WATCHERS INTERNATIONAL, INC.**

**(Exact name of registrant as specified in its charter)**

**Virginia**  
**(State or other jurisdiction**

**of incorporation)**

**675 Avenue of the Americas, 6<sup>th</sup> Floor, New York, New York**

**001-16769**  
**(Commission File**

**Number)**

**11-6040273**  
**(IRS Employer**

**Identification No.)**

**10010**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (212) 589-2700

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02. Results of Operations and Financial Condition.**

The information contained in Item 2.02 of this Current Report on Form 8-K, including the text of the press release attached as Exhibit 99.1, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that Section. The information contained in Item 2.02 and Item 9.01 of this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document or filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

On October 30, 2013, Weight Watchers International, Inc. (the Company ) issued a press release announcing its financial results for its fiscal quarter ended September 28, 2013 (the Earnings Release ). A copy of the Earnings Release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 8.01. Other Events.**

On October 30, 2013, the Company announced in its Earnings Release that it has suspended its quarterly cash dividend. The Company currently intends to use the related annual cash savings of approximately \$39.0 million, based on the number of shares outstanding as of the end of the third quarter 2013, to preserve financial flexibility while funding the Company s strategic growth initiatives and building cash for future debt repayments. Any future determination to declare and pay dividends will be made at the discretion of the Company s Board of Directors, after taking into account the Company s financial results, capital requirements and other factors it may deem relevant.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit 99.1 Press Release dated October 30, 2013.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WEIGHT WATCHERS INTERNATIONAL, INC.**

DATED: October 30, 2013

By: /s/ Nicholas P. Hotchkin  
Name: Nicholas P. Hotchkin  
Title: Chief Financial Officer

**Exhibit Index**

| <b>Exhibit</b> | <b>Description</b>                    |
|----------------|---------------------------------------|
| 99.1           | Press Release dated October 30, 2013. |